

1 ERIC P. ISRAEL (State Bar No. 132426)  
*eisrael@DanningGill.com*  
2 AARON E. DE LEEST (State Bar No. 216832)  
*adeleest@DanningGill.com*  
3 DANNING, GILL, ISRAEL & KRASNOFF, LLP  
1901 Avenue of the Stars, Suite 450  
4 Los Angeles, California 90067-6006  
Telephone: (310) 277-0077  
5 Facsimile: (310) 277-5735  
  
6 Attorneys for Michael A. McConnell,  
Chapter 11 Trustee  
7

8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**  
10 **NORTHERN DIVISION**  
11

12 In re  
13 HVI CAT CANYON, INC.,  
14 Debtor.

Case No. 9:19-bk-11573-MB

Chapter 11

**TRUSTEE'S REPORT OF SALE OF  
ASSETS TO TEAM MARIA JOAQUIN,  
L.L.C. AND MARIA JOAQUIN BASIN,  
L.L.C.**

**[FEDERAL RULE OF BANKRUPTCY  
PROCEDURE 6004(f)(1)]**

[No Hearing Required]

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18  
19 Michael A. McConnell, the Chapter 11 trustee (the "Trustee") for the estate of HVI Cat  
20 Canyon, Inc. (the "Debtor"), hereby reports and states as follows:

21 A. On or about October 13, 2020, the Court entered its Order Authorizing (A) the  
22 Trustee's Sale to Team Maria Joaquin, L.L.C. and Maria Joaquin Basin, L.L.C. of Substantially All  
23 of the Estate's Assets Free and Clear of All Liens, Claims, Encumbrances and Interests, (B) The  
24 Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Related Cure  
25 Amounts, and (C) Granting Related Relief (docket no. 1393) ("Team Maria Sale Order"),  
26 authorizing the Trustee's sale of substantially all of the estate's assets associated with the Debtor's  
27 operations in Santa Barbara and Kern Counties, California (the "Assets") to Team Maria Joaquin,  
28 L.L.C. and Maria Joaquin Basin, L.L.C. for \$26.75 million, consisting of \$8.5 million cash,

1 \$500,000 cash to be contributed to a litigation fund to pursue avoiding power claims, \$500,000  
2 cash to be contributed to an appeal escrow, plus an earn-out Production Payment of approximately  
3 \$11.75 million, plus certain adjustments and assumption of real property taxes, free and clear of  
4 liens, claims and interests.

5 B. The sale of the Assets approved by the Court in the Team Maria Sale Order has been  
6 completed. A true and correct copy of the Seller's Preliminary Settlement Statement setting forth  
7 the cash component of the purchase price (approximately \$9.5 million) and a preliminary  
8 accounting of the adjustments contemplated by the Purchase and Sale Agreement between the  
9 Trustee and Team Maria Joaquin, L.L.C. and Maria Joaquin Basin, L.L.C. (*docket no. 1328*) is  
10 attached as Exhibit "1" hereto.

11  
12 DATED: October 28, 2020

DANNING, GILL, ISRAEL & KRASNOFF, LLP

13  
14 By: /s/ Aaron E. de Leest

AARON E. DE LEEST  
Attorneys for Michael A. McConnell,  
Chapter 11 Trustee

EXHIBIT 1

HVI Cat Canyon, Inc. Team Maria Joaquin, L.L.C. and Maria Joaquin Basin, L.L.C. Preliminary Settlement Statement  
Date Prepared: 10/26/20 Effective Time: 8/1/2020 Closing Date: 10/26/2020

Description	Debit	Credit	Notes
<b>Total Consideration:</b>			
Cash Consideration for Oil and Gas Properties		\$ 9,500,000	
Purchase Price Deposit	\$ (500,000)		
<b>Adjustments:</b>			
Adjustment for Reduction of Assumed Real Property Taxes		\$ 1,090,576	Per Team Operating PSA, Section 3.01(b) and Per Team Operating Sale Order, para. 9
Buyer's Management Fee to Seller		\$ 50,000	Per Team Operating PSA amendment, a management fee will be paid at a rate of \$25k/month for August and September.
Paid Operating Expense Reimbursement		\$ 676,160	Actual Operating Expenses paid by the Trustee, including Diluent, for which Team Operating will reimburse the Estate.
Paid Surface Rents Reimbursement		\$ 40,536	Actual August to October Surface Rents paid by Trustee for which Team Operating will reimburse the Trustee.
Paid Royalties Reimbursement		\$ 106,184	Actual August to October Royalties paid by Trustee for which Team Operating will reimburse the Trustee. Reference: Section 3.08(a)(3).
Payroll Reimbursement		\$ 310,329	Payroll and accrued vacation from August to October for which Team Operating will reimburse the Trustee.
Hydrocarbons Inventory as of Effective Date		\$ -	To be settled with the Final Settlement Statement - Reference: Section 3.08(a)(4) - values as of 7/31/20.
Unpaid Operating Expenses in A/P	\$ (430,880)	\$ 430,880	Team Operating is responsible for these post-effective date unpaid operating expenses and will pay them at closing.
Unpaid Administrative or Pre-Effective Date A/P	\$ (442,803)		Per the terms of the Second Amendment to Team Operating PSA, unpaid Admin A/P to be paid by Team Operating at closing.
Post-effective Crude Sales Collected Pre-Closing	\$ (1,300,899)		Reference: Section 3.08(b)(1), Gross August and September Sales for Santa Maria Valley and Belridge.
<b>Subtotals</b>	\$ (2,674,582)	\$ 12,204,664	
<b>Total Cash due From Buyer</b>		\$ 9,530,082	
<b>Closing Fees:</b>			
Litigation Fund	\$ (500,000)		Contribution to litigation fund inclusive of \$500k from buyer to be held by Trustee to pursue insider litigation claims. Reference: Team Operating PSA, Section 3.01(a)
Appeals Escrow Funding	\$ (500,000)		Reference: Team Operating PSA, Section 3.01(b)
Cure Costs - Post-petition Unpaid Royalties prior to Effective Date	\$ (505,797)		Reference: Team Operating PSA Schedule 2.04
Cure Costs - Surface Leases	\$ (73,126)		Reference: Team Operating PSA Schedule 2.04
<b>Subtotals</b>	\$ (1,578,923)	\$ 9,530,082	
<b>Net Proceeds Due to Seller</b>		\$ 7,951,160	


**Other Items Due from Buyer**

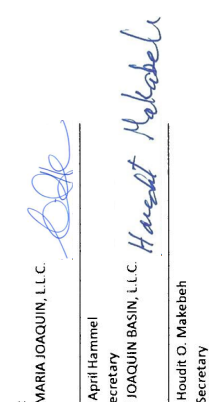
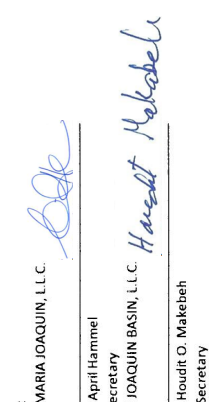
SB Taxes Initial Payment per Sale Order

\$ 1,000,000

Remaining Undiscounted Balance of Production Payments due to Seller

\$ 11,750,000

SELLER:  
HVI CAT CANYON, INC.  
By:   
Name: Michael McConnell  
Title: Chapter 11 Trustee for the estate of HVI Cat Canyon

BUYER:  
TEAM MARIA JOAQUIN, L.L.C.  
By:   
Name: April Hammel  
Title: Secretary  
MARIA JOAQUIN BASIN, L.L.C.  
By:   
Name: Houdit O. Makebeh  
Title: Secretary

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 1901 Avenue of the Stars, Suite 450, Los Angeles, CA 90067-6006.

A true and correct copy of the foregoing document entitled (*specify*): TRUSTEE'S REPORT OF SALE OF ASSETS TO TEAM MARIA JOAQUIN, L.L.C. AND MARIA JOAQUIN BASIN, L.L.C. will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On October 28, 2020, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page.

**2. SERVED BY UNITED STATES MAIL:** On October 2, 2020, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by causing to be placed a true and correct copy thereof (without the service list) in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Debtor

HVI Cat Canyon, Inc.  
c/o Capitol Corporate Services, Inc.  
36 S. 18th Avenue, Suite D  
Brighton, CO 80601

Debtor

HVI Cat Canyon, Inc.  
630 Fifth Avenue, Suite 2410  
New York, NY 10111

☐ Service information continued on attached page.

**3. SERVED BY EMAIL:** Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on October 28, 2020, I served the following persons and/or entities by email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Attys. for Buyer Richard B. Hemingway, Esq. *Richard.Hemingway@tklaw.com*  
Attys. for Buyer Tye C. Hancock, Esq. *Tye.Hancock@tklaw.com*

☐ Service information continued on attached page.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

October 28, 2020  
\_\_\_\_\_  
Date

Beverly Lew  
\_\_\_\_\_  
Printed Name

/s/ Beverly Lew  
\_\_\_\_\_  
Signature

**ADDITIONAL SERVICE INFORMATION (if needed):**

**1. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (“NEF”)**

Anthony A Austin on behalf of Creditor California Department of Toxic Substances Control  
anthony.austin@doj.ca.gov

Anthony A Austin on behalf of Interested Party California Department of Toxic Substances Control  
anthony.austin@doj.ca.gov

William C Beall on behalf of Counter-Claimant GLR, LLC, a Delaware limited liability company  
will@beallandburkhardt.com, carissa@beallandburkhardt.com

William C Beall on behalf of Counter-Claimant GRL, LLC, a Delaware limited liability company  
will@beallandburkhardt.com, carissa@beallandburkhardt.com

William C Beall on behalf of Creditor GLR, LLC will@beallandburkhardt.com, carissa@beallandburkhardt.com

William C Beall on behalf of Defendant GLR, LLC, a Delaware limited liability company  
will@beallandburkhardt.com, carissa@beallandburkhardt.com

William C Beall on behalf of Defendant GRL, LLC, a Delaware limited liability company  
will@beallandburkhardt.com, carissa@beallandburkhardt.com

William C Beall on behalf of Interested Party GRL, LLC, a Delaware limited liability company  
will@beallandburkhardt.com, carissa@beallandburkhardt.com

Bradley D Blakeley on behalf of Defendant RDI Royalty Distributors, Inc  
blakeley@blakeleylawgroup.com, bradleydblakeley@gmail.com

Alicia Clough on behalf of Creditor California State Lands Commission  
aclough@loeb.com, mnielson@loeb.com, ladocket@loeb.com

Alicia Clough on behalf of Interested Party California State Lands Commission  
aclough@loeb.com, mnielson@loeb.com, ladocket@loeb.com

Marc S Cohen on behalf of Creditor California State Lands Commission mscohen@loeb.com, klyles@loeb.com

Marc S Cohen on behalf of Interested Party California State Lands Commission  
mscohen@loeb.com, klyles@loeb.com

Alan D Condren on behalf of Defendant Roman Catholic Archbishop of Los Angeles , berickson@seedmackall.com

Alan D Condren on behalf of Defendant Elizabeth Esser , berickson@seedmackall.com

Alan D Condren on behalf of Defendant Stephen Fisher , berickson@seedmackall.com

Alan D Condren on behalf of Interested Party Stephen Fisher  
acondren@seedmackall.com, berickson@seedmackall.com

Alec S DiMario on behalf of Creditor Direct Energy Business Marketing, LLC d/b/a Direct Energy Business  
alec.dimario@mhllp.com, debra.blondheim@mhllp.com; Syreeta.shoals@mhllp.com

Alec S DiMario on behalf of Creditor Direct Energy Business, LLC  
alec.dimario@mhllp.com, debra.blondheim@mhllp.com; Syreeta.shoals@mhllp.com

Jeremy Faith on behalf of Counter-Claimant California Asphalt Production, Inc., a California corporation  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com; Angela@MarguliesFaithlaw.com; Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Counter-Claimant GIT, INC., a Colorado corporation  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com; Angela@MarguliesFaithlaw.com; Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Counter-Claimant GTL1, LLC a Colorado limited liability company  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com;Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Creditor California Asphalt Production, Inc.  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com;Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Creditor GIT, Inc.  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com;Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Creditor GTL1, LLC  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com;Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Interested Party Courtesy NEF  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com;Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Plaintiff California Asphalt Production, Inc.  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com;Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Plaintiff GIT, Inc.  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com;Vicky@MarguliesFaithlaw.com

Jeremy Faith on behalf of Plaintiff GTL1, LLC  
Jeremy@MarguliesFaithlaw.com,  
Helen@MarguliesFaithlaw.com;Angela@MarguliesFaithlaw.com;Vicky@MarguliesFaithlaw.com

Karl J Fingerhood on behalf of Interested Party United States of America on behalf of USEPA and US Coast Guard  
karl.fingerhood@usdoj.gov, efile\_ees.enrd@usdoj.gov

H Alexander Fisch on behalf of Interested Party California Department of Fish & Wildlife  
Alex.Fisch@doj.ca.gov

H Alexander Fisch on behalf of Interested Party California Regional Water Quality Control Board, Central Coast  
Alex.Fisch@doj.ca.gov

Don Fisher on behalf of Defendant Corian Cross Holdings, LP dfisher@ptwww.com, tblack@ptwww.com

Don Fisher on behalf of Interested Party Interested Party dfisher@ptwww.com, tblack@ptwww.com

Brian D Fittipaldi on behalf of U.S. Trustee United States Trustee brian.fittipaldi@usdoj.gov

Brian D Fittipaldi on behalf of U.S. Trustee United States Trustee (ND) brian.fittipaldi@usdoj.gov

Ellen A Friedman on behalf of Interested Party Pacific Gas and Electric Company  
efriedman@friedmanspring.com, khollander@friedmanspring.com

Gisele M Goetz on behalf of Creditor Chamberlin Oil LLC  
gmgoetz@hbsb.com, ggoetz@collegesoflaw.edu;cecilia@hbsb.com

Gisele M Goetz on behalf of Defendant Chamberlin Oil LLC  
gmgoetz@hbsb.com, ggoetz@collegesoflaw.edu;cecilia@hbsb.com

Gisele M Goetz on behalf of Interested Party Courtesy NEF  
gmgoetz@hbsb.com, ggoetz@collegesoflaw.edu;cecilia@hbsb.com

Karen L Grant on behalf of Creditor BUGANKO, LLC kgrant@silcom.com

Karen L Grant on behalf of Creditor Janet K. Ganong Estate and Living Trust kgrant@silcom.com

---

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Karen L Grant on behalf of Defendant Janet K Ganong kgrant@silcom.com

Ira S Greene on behalf of Interested Party CTS Properties, Ltd. Ira.Greene@lockelord.com

Matthew C. Heyn on behalf of Creditor Department of Conservation, Division of Oil, Gas and Geothermal Resources  
Matthew.Heyn@doj.ca.gov, mcheyn@outlook.com

Brian L Holman on behalf of Counter-Claimant Bradley Land Company b.holman@mpglaw.com

Brian L Holman on behalf of Creditor Bradley Land Company b.holman@musickeeler.com

Brian L Holman on behalf of Defendant Bradley Land Company b.holman@mpglaw.com

Tracy K Hunckler on behalf of Interested Party Courtesy NEF  
thunckler@daycartermurphy.com, cgori@daycartermurphy.com

Samantha Indelicato on behalf of Interested Party UBS AG, Stamford Branch sindelicato@omm.com

Eric P Israel on behalf of Attorney Courtesy NEF  
eisrael@DanningGill.com, danninggill@gmail.com; eisrael@ecf.inforuptcy.com

Eric P Israel on behalf of Attorney Danning, Gill, Israel & Krasnoff, LLP  
eisrael@DanningGill.com, danninggill@gmail.com; eisrael@ecf.inforuptcy.com

Eric P Israel on behalf of Financial Advisor CR3 Partners, LLP  
eisrael@DanningGill.com, danninggill@gmail.com; eisrael@ecf.inforuptcy.com

Eric P Israel on behalf of Plaintiff Michael A. McConnell, Chapter 11 Trustee  
eisrael@DanningGill.com, danninggill@gmail.com; eisrael@ecf.inforuptcy.com

Eric P Israel on behalf of Trustee Michael Arthur McConnell (TR)  
eisrael@DanningGill.com, danninggill@gmail.com; eisrael@ecf.inforuptcy.com

Razmig Izakelian on behalf of Creditor California Asphalt Production, Inc. razmigizakelian@quinnemanuel.com

Razmig Izakelian on behalf of Creditor GIT, Inc. razmigizakelian@quinnemanuel.com

Razmig Izakelian on behalf of Creditor GTL1, LLC razmigizakelian@quinnemanuel.com

Evan M Jones on behalf of Interested Party UBS AG, Stamford Branch  
ejones@omm.com, evan-jones-5677@ecf.pacerpro.com

Evan M. Jones on behalf of Interested Party UBS AG, London Branch  
ejones@omm.com, evan-jones-5677@ecf.pacerpro.com

Alan H Katz on behalf of Interested Party CTS Properties, Ltd. akatz@lockelord.com

John C Keith on behalf of Creditor California State Lands Commission john.keith@doj.ca.gov

Jeannie Kim on behalf of Interested Party Pacific Gas and Electric Company jekim@sheppardmullin.com,  
dgatemen@sheppardmullin.com

Anna Landa on behalf of Interested Party Courtesy NEF  
Anna@MarguliesFaithlaw.com,  
Helen@MarguliesFaithLaw.com; Vicky@MarguliesFaithLaw.com; Angela@MarguliesFaithLaw.com

Mitchell J Langberg on behalf of Creditor Adam B Firestone mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Alice Sedgwick Wohl mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Alice Sedgwick, Dec'd mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Jerome Brevoort Dwight mlangberg@bhfs.com, dcrudup@bhfs.com



Mitchell J Langberg on behalf of Creditor John A Feliciano mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Jonathan Ashley Dwight mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Katherine S Hanberg mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Lance H Brown mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Lela Minturn Dwight mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Louise H Feliciano mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor Susanna Sedgwick, Dec'd  
mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Creditor William Hanberg mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Defendant Adam B Firestone mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Defendant Alice Sedgwick Wohl mlangberg@bhfs.com, dcrudup@bhfs.com

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mlangberg@bhfs.com, dcrudup@bhfs.com

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Mitchell J Langberg on behalf of Defendant Lela Minturn Dwight mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Defendant Louise H Feliciano mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Defendant Susanna Sedgwick mlangberg@bhfs.com, dcrudup@bhfs.com

Mitchell J Langberg on behalf of Defendant William Hanberg mlangberg@bhfs.com, dcrudup@bhfs.com

Maxim B Litvak on behalf of Creditor Committee Official Committee of Unsecured Creditors mlitvak@pszjlaw.com

Vincent T Martinez on behalf of Counter-Claimant Escolle Tenants In Common llimone@twitchellandrice.com,  
smccomish@twitchellandrice.com

Vincent T Martinez on behalf of Creditor Adam Family Trust  
llimone@twitchellandrice.com, smccomish@twitchellandrice.com

Vincent T Martinez on behalf of Creditor Candace Laine Evenson  
llimone@twitchellandrice.com, smccomish@twitchellandrice.com

Vincent T Martinez on behalf of Creditor Escolle Tenants In Common  
llimone@twitchellandrice.com, smccomish@twitchellandrice.com

Vincent T Martinez on behalf of Creditor The Bognuda Trust  
llimone@twitchellandrice.com, smccomish@twitchellandrice.com

Vincent T Martinez on behalf of Creditor The Morganti Ranch, a limited partnership  
llimone@twitchellandrice.com, smccomish@twitchellandrice.com

Vincent T Martinez on behalf of Creditor Candace Laine Evenson  
llimone@twitchellandrice.com, smccomish@twitchellandrice.com

Vincent T Martinez on behalf of Defendant The Bognuda Trust  
lilimone@twitchellandrice.com, smccomish@twitchellandrice.com

Michael Arthur McConnell (TR) Michael.mcconnell@kellyhart.com

Brian M Metcalf on behalf of Interested Party UBS AG, London Branch  
bmetcalf@omm.com, brian-metcalf-9774@ecf.pacerpro.com

Brian M Metcalf on behalf of Interested Party UBS AG, Stamford Branch  
bmetcalf@omm.com, brian-metcalf-9774@ecf.pacerpro.com

Montserrat Morales on behalf of Interested Party Courtesy NEF  
Monsi@MarguliesFaithLaw.com,  
Vicky@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com;Angela@MarguliesFaithlaw.com

Montserrat Morales on behalf of Plaintiff California Asphalt Production, Inc.  
Monsi@MarguliesFaithLaw.com,  
Vicky@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com;Angela@MarguliesFaithlaw.com

Montserrat Morales on behalf of Plaintiff GIT, Inc.  
Monsi@MarguliesFaithLaw.com,  
Vicky@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com;Angela@MarguliesFaithlaw.com

Montserrat Morales on behalf of Plaintiff GTL1, LLC  
Monsi@MarguliesFaithLaw.com,  
Vicky@MarguliesFaithLaw.com;Helen@marguliesfaithlaw.com;Angela@MarguliesFaithlaw.com

Alan I Nahmias on behalf of Interested Party Courtesy NEF  
anahmias@mbnlawyers.com, jdale@mbnlawyers.com

Alan I Nahmias on behalf of Interested Party Maria Joaquin Basin, LLC  
anahmias@mbnlawyers.com, jdale@mbnlawyers.com

Alan I Nahmias on behalf of Interested Party Team Maria Joaquin, LLC  
anahmias@mbnlawyers.com, jdale@mbnlawyers.com

Jerry Namba on behalf of Defendant CMT, LLC nambaepiq@earthlink.net, atty\_namba@bluestylus.com

David L Osias on behalf of Creditor Allen Matkins Leck Gamble Mallory & Natsis LLP  
dosias@allenmatkins.com, bcrfilings@allenmatkins.com,kdemorest@allenmatkins.com,csandoval@allenmatkins.com

Darren L Patrick on behalf of Interested Party UBS AG, London Branch  
dpatrick@omm.com, darren-patrick-1373@ecf.pacerpro.com;sindelicato@omm.com;ejones@omm.com

Jeffrey N Pomerantz on behalf of Creditor Committee Official Committee of Unsecured Creditors  
jpomerantz@pszjlaw.com

Benjamin P Pugh on behalf of Creditor Jane A and John S Adams, Trustees  
bpugh@ecg.law, mhamburger@ecg.law;calendar@ecg.law

Benjamin P Pugh on behalf of Defendant Jane A. Adams bpugh@ecg.law, mhamburger@ecg.law;calendar@ecg.law

Benjamin P Pugh on behalf of Defendant John S. Adams bpugh@ecg.law, mhamburger@ecg.law;calendar@ecg.law

Edwin J Rambuski on behalf of Interested Party Windset Farms (California), Inc.  
edwin@rambuskilaw.com, marissa@rambuskilaw.com

Hugh M Ray on behalf of Creditor Union Oil Company of CA and Chevron U.S.A. Inc  
hugh.ray@pillsburylaw.com, nancy.jones@pillsburylaw.com,docket@pillsburylaw.com

Edward S Renwick on behalf of Counter-Claimant Frank M. Boisseranc and Sylvia S Boisseranc as Trustees of the Frank and Sylvia Boisseranc Trust  
erenwick@hanmor.com, iaguiar@hanmor.com

---

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Edward S Renwick on behalf of Counter-Claimant Presson Vera OC Land Group, a California Unincorporated Association  
erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Counter-Claimant Waldo A. Gillette Jr. erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Creditor "A" Mineral Owners Group erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Creditor Goodwin "A" Mineral Owners Group  
erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Creditor Presson Vera OC Land Group  
erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Creditor Presson Vera OC Land Group, a California Unincorporated Association  
erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Creditor Waldo Gillette erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Creditor Sylvia Boisseranc erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Cross-Claimant Goodwin "A" Mineral Owners Group  
erenwick@hanmor.com, iaguiar@hanmor.com

Edward S Renwick on behalf of Litigant Edward S Renwick erenwick@hanmor.com, iaguiar@hanmor.com

J. Alexandra Rhim on behalf of Counter-Claimant Guarantee Royalties, Inc. arhim@hrhlaw.com

J. Alexandra Rhim on behalf of Counter-Claimant Laor Liquidating Associates, LP arhim@hrhlaw.com

J. Alexandra Rhim on behalf of Creditor Guarantee Royalties, Inc. arhim@hrhlaw.com

J. Alexandra Rhim on behalf of Creditor Laor Liquidating Associates, LP arhim@hrhlaw.com

J. Alexandra Rhim on behalf of Defendant Guarantee Royalties, Inc. arhim@hrhlaw.com

J. Alexandra Rhim on behalf of Defendant Laor Liquidating Associates, LP arhim@hrhlaw.com

Todd C. Ringstad on behalf of Defendant Charles C. Albright becky@ringstadlaw.com, arlene@ringstadlaw.com

Todd C. Ringstad on behalf of Interested Party Interested Party becky@ringstadlaw.com, arlene@ringstadlaw.com

Mitchell E Rishe on behalf of Creditor California Department of Conservation, Division of Oil, Gas & Geothermal Resources  
mitchell.rishe@doj.ca.gov

Mitchell E Rishe on behalf of Creditor Department of Conservation, Division of Oil, Gas and Geothermal Resources  
mitchell.rishe@doj.ca.gov

George E Schulman on behalf of Attorney Courtesy NEF  
GSchulman@DanningGill.Com, danninggill@gmail.com;gschulman@ecf.inforuptcy.com

George E Schulman on behalf of Defendant Michael A. McConnell, Chapter 11 Trustee  
GSchulman@DanningGill.Com, danninggill@gmail.com;gschulman@ecf.inforuptcy.com

George E Schulman on behalf of Plaintiff Michael A. McConnell, Chapter 11 Trustee  
GSchulman@DanningGill.Com, danninggill@gmail.com;gschulman@ecf.inforuptcy.com

George E Schulman on behalf of Trustee Michael Arthur McConnell (TR)  
GSchulman@DanningGill.Com, danninggill@gmail.com;gschulman@ecf.inforuptcy.com

Zev Shechtman on behalf of Counter-Defendant Michael A. McConnell, Chapter 11 Trustee  
zshechtman@DanningGill.com, danninggill@gmail.com;zshechtman@ecf.inforuptcy.com

Zev Shechtman on behalf of Counter-Defendant Michael Arthur McConnell (TR)  
zshechtman@DanningGill.com, danninggill@gmail.com;zshechtman@ecf.inforuptcy.com

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Zev Shechtman on behalf of Plaintiff Michael A. McConnell, Chapter 11 Trustee  
zshechtman@DanningGill.com, danninggill@gmail.com;zshechtman@ecf.inforuptcy.com

Zev Shechtman on behalf of Trustee Michael Arthur McConnell (TR)  
zshechtman@DanningGill.com, danninggill@gmail.com;zshechtman@ecf.inforuptcy.com

Sonia Singh on behalf of Attorney Courtesy NEF  
ssingh@DanningGill.com, danninggill@gmail.com,ssingh@ecf.inforuptcy.com

Sonia Singh on behalf of Defendant Michael A. McConnell, Chapter 11 Trustee  
ssingh@DanningGill.com, danninggill@gmail.com,ssingh@ecf.inforuptcy.com

Sonia Singh on behalf of Interested Party Courtesy NEF  
ssingh@DanningGill.com, danninggill@gmail.com,ssingh@ecf.inforuptcy.com

Sonia Singh on behalf of Plaintiff Michael A. McConnell, Chapter 11 Trustee  
ssingh@DanningGill.com, danninggill@gmail.com,ssingh@ecf.inforuptcy.com

Sonia Singh on behalf of Trustee Michael Arthur McConnell (TR)  
ssingh@DanningGill.com, danninggill@gmail.com,ssingh@ecf.inforuptcy.com

Daniel A Solitro on behalf of Interested Party CTS Properties, Ltd.  
dsolitro@lockelord.com, ataylor2@lockelord.com

Ross Spence on behalf of Interested Party County of Santa Barbara, California  
ross@sdllaw.com, brittany@sdllaw.com;donna@sdllaw.com;henry@sdllaw.com

Ross Spence on behalf of Interested Party Harry E. Hagen, as Treasurer-Tax Collector of the County of Santa Barbara, California  
ross@sdllaw.com, brittany@sdllaw.com;donna@sdllaw.com;henry@sdllaw.com

Ross Spence on behalf of Interested Party Santa Barbara Air Pollution Control District  
ross@sdllaw.com, brittany@sdllaw.com;donna@sdllaw.com;henry@sdllaw.com

Christopher D Sullivan on behalf of Creditor Diamond McCarthy LLP  
csullivan@diamondmccarthy.com,  
mdomer@diamondmccarthy.com;kmartinez@diamondmccarthy.com;quentin.roberts@diamondmccarthy.com;erika.shannon@diamondmccarthy.com;aiemee.low@diamondmccarthy.com

Jennifer Taylor on behalf of Interested Party UBS AG, London Branch  
jtaylor@omm.com

John N Tedford, IV on behalf of Trustee Michael Arthur McConnell (TR)  
jtedford@DanningGill.com, danninggill@gmail.com;jtedford@ecf.inforuptcy.com

Salina R Thomas on behalf of Interested Party Courtesy NEF bankruptcy@co.kern.ca.us

Salina R Thomas on behalf of Interested Party Kern County Treasurer Tax Collector bankruptcy@co.kern.ca.us

Meagan S Tom on behalf of Creditor Netherland, Sewell & Associates, Inc.  
meagan.tom@lockelord.com, autodocket@lockelord.com;taylor.warren@lockelord.com

Patricia B Tomasco on behalf of Creditor GIT, Inc.  
pattytomasco@quinnemanuel.com, barbarahowell@quinnemanuel.com;cristinagreen@quinnemanuel.com

Philip S Warden on behalf of Interested Party Chevron USA, Inc.  
philip.warden@pillsburylaw.com,  
thomas.loran@pillsburylaw.com;kathy.stout@pillsburylaw.com;deirdre.campino@pillsburylaw.com

Philip S Warden on behalf of Interested Party Union Oil Compay of CA  
philip.warden@pillsburylaw.com,  
thomas.loran@pillsburylaw.com;kathy.stout@pillsburylaw.com;deirdre.campino@pillsburylaw.com

Fred Whitaker on behalf of Interested Party Eller Family Trust lshertzer@cwlawyers.com, spattas@cwlawyers.com

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William E. Winfield on behalf of Attorney Courtesy NEF wwinfeld@calattys.com, scuevas@calattys.com

William E. Winfield on behalf of Creditor Jane Connolly wwinfeld@calattys.com, scuevas@calattys.com

William E. Winfield on behalf of Creditor Robert Kestner wwinfeld@calattys.com, scuevas@calattys.com

William E. Winfield on behalf of Creditor Virginia Tracy wwinfeld@calattys.com, scuevas@calattys.com

William E. Winfield on behalf of Defendant Jane Connolly wwinfeld@calattys.com, scuevas@calattys.com

William E. Winfield on behalf of Defendant Kathleen Seymour wwinfeld@calattys.com, scuevas@calattys.com

William E. Winfield on behalf of Defendant Robert Kestner wwinfeld@calattys.com, scuevas@calattys.com

William E. Winfield on behalf of Defendant Virginia Tracy wwinfeld@calattys.com, scuevas@calattys.com

Richard Lee Wynne on behalf of Interested Party NewBridge Resources, LLC  
richard.wynne@hoganlovells.com, tracy.southwell@hoganlovells.com;cindy.mitchell@hoganlovells.com

Emily Young on behalf of Creditor Epiq Corporate Restructuring, LLC Claims Agent  
pacerteam@gardencitygroup.com, rjacobs@ecf.epiqsystems.com;ECFInbox@epiqsystems.com

David R Zaro on behalf of Creditor Gary K. Kaestner, Trustee of the Conzelman Family Trust  
dzaro@allenmatkins.com

Aaron E de Leest on behalf of Attorney Danning, Gill, Israel & Krasnoff, LLP  
adeleest@DanningGill.com, danninggill@gmail.com;adeleest@ecf.inforuptcy.com

Aaron E de Leest on behalf of Trustee Michael Arthur McConnell (TR)  
adeleest@DanningGill.com, danninggill@gmail.com;adeleest@ecf.inforuptcy.com